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*Attorneys for The Official Committee of Unsecured  
Creditors of LandAmerica 1031 Exchange Services, Inc.*

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
LANDAMERICA FINANCIAL GROUP, INC., <u>et</u>	:	Case No. 08-35994-KRH
<u>al.</u> ,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

**FIRST INTERIM APPLICATION OF TAVENNER & BERAN, PLC  
FOR ALLOWANCE OF COMPENSATION AND EXPENSE  
REIMBURSEMENT AS LOCAL COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavener & Beran, PLC (“Tavener & Beran”), local counsel for The Official Committee of Unsecured Creditors (the “Committee”) of LandAmerica 1031 Exchange Services, Inc. (“LES”), submits the following as its First Interim Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavener & Beran seeks approval of compensation in the amount of \$94,128.00 and reimbursement of expenses in the amount of \$3,576.84 for the period of December 8, 2008 through February 28, 2009, and in support thereof states as follows:

### **Background**

1. On November 26, 2008 (the “Petition Date”), LES filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. LES continues to operate its business and manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. On November 28, 2008, the Court entered an order jointly administering the chapter 11 case of LES with the chapter 11 case of LandAmerica Financial Group, Inc. (“LFG,” and together with LES, the “Debtors”) for procedural purposes only.

2. On December 3, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors for LandAmerica 1031 Exchange Services, Inc. (the “LES Committee”).

3. LES Committee is presently composed of the following five creditors: (i) Millmar Holdings, LLC (ii) Endless Ocean, LLC (iii) MB Venture, Ltd. (iv) Amarillo Tower Limited, and (v) Petaluma Southpoint, LLC.

4. The Committee held its organizational meeting, and decided to retain Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. as financial advisors.

5. On or about December 31, 2008, the LES Committee filed an application to employ Tavenner & Beran as its local counsel. On or about January 16, 2009, this Court entered its Order Authorizing Retention And Employment Of Tavenner & Beran, PLC As Local Counsel To The Official Committee of Unsecured Creditors (the “Employment Order”).

6. Tavenner & Beran has rendered professional services to the Committee from and including December 8, 2008 through and including February 28, 2009 for which it seeks compensation in the amount of \$94,128.00. Attached hereto as Exhibit A is a statement of the fees incurred.

7. During this time, Tavenner & Beran incurred \$3,576.84 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A is a statement of the expenses incurred.

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Employment and Case Status**

9. As authorized in the Employment Order, the terms of Tavenner & Beran’s employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys’ hourly rates, which are set in accordance with the attorneys’ seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred

such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

10. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

11. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

12. Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement.

### **Summary of Services Rendered**

13. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Asset Analysis and Recovery: - Total Hours 1.80                      Total \$612.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>1</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	1.80	\$612.00

#### Description

Analysis of estate assets.

Attached hereto as Exhibit A – Asset Analysis and Recovery Section is a complete statement of such services rendered by Tavenner & Beran.

#### Necessary and Benefit to the Estate

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1. Certain hours were recorded but not billed to the estate.

Tavener & Beran assisted the Committee with its review and oversight of the estates' assets.

B. Asset Disposition: - Total Hours 24.50 Total \$7,100.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>2</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$325.00	17.00	\$5,525.00
Paula S. Beran	1992	\$315.00	5.00	\$1,575.00
Paula S. Beran	1992	\$0.00	2.50	\$0.00

Description

Conferences, correspondence, document review, and Court appearances related to the Committee's review of asset disposition.

Attached hereto as Exhibit A – Asset Disposition Section is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

Tavener & Beran assisted the Committee with its review and oversight of the disposition of estates' assets.

C. Business Operations: - Total Hours 20.20 Total \$6,059.50

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>3</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	11.10	\$3,774.00
Lynn L. Tavenner	1989	\$325.00	4.90	\$1,592.50
Paula S. Beran	1992	\$330.00	2.10	\$693.00
Paula S. Beran	1992	\$0.00	2.10	\$00.00

Description

Conferences, correspondence and document review related to the Committee's review of the Debtors' operations.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavener & Beran assisted the Committee in its review and oversight of the Debtors'

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2. Certain hours were recorded but not billed to the estate.

3. Certain hours were recorded but not billed to the estate.

operations.

D. Case Administration: - Total Hours 125.00

Total \$34,021.50

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>4</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	70.60	\$24,004.00
Lynn L. Tavenner	1989	\$325.00	13.80	\$4,485.00
Lynn L. Tavenner	1989	\$0.00	2.90	\$00.00
Paula S. Beran	1992	\$330.00	5.70	\$1,881.00
Paula S. Beran	1992	\$315.00	7.40	\$2,331.00
Paula S. Beran	1992	\$0.00	9.20	\$0.00
David L. Leadbeater	N/A	\$95.00	7.90	\$750.50
David L. Leadbeater	N/A	\$0.00	1.50	\$0.00
Sarah L. Tavenner	N/A	\$95.00	6.00	\$570.00

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

E. Claims Administration: - Total Hours 0.30

Total \$102.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>5</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	0.30	\$102.00

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

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4. Certain hours were recorded but not billed to the estate.

5. Certain hours were recorded but not billed to the estate.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

F. Creditors Meeting: - Total Hours 28.00 Total \$7,449.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>6</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	9.10	\$3,094.00
Lynn L. Tavenner	1989	\$325.00	13.40	\$4,355.00
Paula S. Beran	1992	\$0.00	5.50	\$0.00

Description

Prepare for and attend § 341 meeting.

Attached hereto as Exhibit A – Creditors Meeting Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee with its review of case matters.

G. Fee/Employment Applications: - Total Hours 31.80 Total \$8,996.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS<sup>7</sup></i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$340.00	13.40	\$4,556.00
Lynn L. Tavenner	1989	\$325.00	6.40	\$2,080.00
Paula S. Beran	1992	\$330.00	4.00	\$1,320.00
Paula S. Beran	1992	\$315.00	3.00	\$945.00
Paula S. Beran	1992	\$0.00	4.00	\$00.00
Sarah L. Tavenner	N/A	\$95.00	1.00	\$95.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

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6. Certain hours were recorded but not billed to the estate.

7. Certain hours were recorded but not billed to the estate.

8. Certain hours were recorded but not billed to the estate.



monthly expenses. In regard to this Application, in total, Tavenner & Beran has received \$60,559.53 in fees and \$2,235.36 in expenses. See Exhibit B attached hereto for a statement of those payments. Therefore, fees and expenses in the amount of \$34,909.95 remain outstanding.

16. Attached hereto as Exhibit B is a summary sheet concerning this Application. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

17. Tavenner & Beran hereby certifies that it has submitted and served monthly statements as required under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

#### **Applicable Legal Standard**

18. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the “Guidelines”).

19. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a

bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

20. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles, delivery services and messenger services, transcript preparation and filing fees. Photocopy charges are assessed at fifteen cents (\$.20) per page which Tavenner & Beran believes to be at least comparable with the average charge in this area. Facsimiles were charged at the rate of one dollar (\$1.00) per page, which Tavenner & Beran believes to be a reasonable charge for such an expense.

21. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in *Barber v. Kimbrells, Inc.*, 577 F.2d 216, 226 (4<sup>th</sup> Cir.), cert. denied, 439 U.S. 934 (1978), and in *Anderson v. Morris*, 658 F.2d 246, 249 (4<sup>th</sup> Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;

- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

22. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Committee's obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

23. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

### **Conclusion**

WHEREFORE, Tavenner & Beran submits this Application for allowance of interim compensation for professional services rendered by Tavenner & Beran in the amount of \$94,128.00 and reimbursement of out-of-pocket expenses in the amount of \$3,576.84. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such amounts and granting such other and further relief as the Court deems appropriate

TAVENNER & BERAN, PLC

By: /s/ Paula S. Beran  
Co-Counsel

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Local Co-Counsel for the Official Committee of Unsecured  
Creditors

-and-

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Sarah Link Schultz (*admitted pro hac vice*)  
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1333 New Hampshire Avenue, N.W.  
Washington, D.C. 20036

Lead Counsel for the Official Committee of Unsecured  
Creditors

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## **CERTIFICATE OF SERVICE**

I hereby certify that on or before the 14<sup>th</sup> day of April, 2009 a true copy of the foregoing First Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

Robert B. Van Arsdale – Via email:

[robert.b.van.arsdale@usdoj.gov](mailto:robert.b.van.arsdale@usdoj.gov)

June E. Turner – Via email:

[june.e.turner@usdoj.gov](mailto:june.e.turner@usdoj.gov)

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Richmond, VA 23219

Michelle H. Gluck – Via Standard Mail

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Richmond, VA 23219

/s/ Paula S. Beran

Co-Counsel

**Tavener & Beran, PLC**  
**20 North Eighth Street, Second Floor**  
**Richmond, VA 23219**

Exhibit A

**Invoice submitted to:**

LandAmerica 1031 Exchange Services, Inc. Committee

*Invoice Date*

January 20, 2009

*Invoice Number*

10797

*Last Bill Date*

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>Asset Disposition</u>		
12/10/2008 - LLT	0.60	195.00
Review objections filed to LandAmerica Sale	325.00/hr	
12/11/2008 - LLT	2.90	942.50
Review Limited Objection to Sale to Fidelity (1.20); Telephone call with S. Schultz re: filing of same (.10); Review SunTrust response (.10); Review Old Republic response to Sale Motion (.50); Review additional objections (1.0)	325.00/hr	
12/15/2008 - LLT	1.80	585.00
Correspondence with J. Maddock re: status call with Court on Sale Motion (.10); Attend same (.20); Review Response of Ann Fronman to Motion to Sell (.70); Review response of Stewart and Fidelity (.80)	325.00/hr	
- PSB	1.50	NO CHARGE
Review pleadings and related issues re: sale	315.00/hr	
12/16/2008 - PSB	1.00	NO CHARGE
Review of sale issues	315.00/hr	
- LLT	6.80	2,210.00
Review Debtor's omnibus response to objections to Sale Motion (.80); Prepare for and attend hearing on same (6.0)	325.00/hr	
12/17/2008 - LLT	0.20	65.00
Review Sale Order on Underwriting Subsidiaries	325.00/hr	

		<u>Hrs/Rate</u>	<u>Amount</u>
12/18/2008 - PSB	Correspondence with Court re: telephonic appearance and procedures for 12/21 trial (.50); Correspondence with co-counsel re: same (.20)	0.70 315.00/hr	220.50
- LLT	Review Judge Huennekens directive re: filing pleadings under seal and after hours	0.20 325.00/hr	65.00
- LLT	Review sealed pleadings	1.30 325.00/hr	422.50
12/19/2008 - LLT	Coordinate with S. Schultz re: pleadings in sealed proceedings (.20); Review LAF Committee Motion to Intervene (.10); Review Order on intervention and correspondence to client re: same (.10); Telephone call with J. Maddock re: LES Committee Intervention (.20)	0.60 325.00/hr	195.00
12/21/2008 - PSB	Prepare for and attend trial and settlement hearing (4.0); Correspondence with C. Gibbs re: same (.30)	4.30 315.00/hr	1,354.50
- LLT	Review various pleadings for upcoming hearing (1.90); Correspondence to S. Schultz, C. Gibbs re: position of LFG Committee on sale (.20); Telephone call with S. Schultz re: same (.10); Telephone call with C. Gibbs re: position of LES committee on matters raised by Fidelity (.20)	2.40 325.00/hr	780.00
12/24/2008 - LLT	Correspondence to/from R. Jackson re: closing on Fidelity sale	0.20 325.00/hr	65.00
SUBTOTAL:		[ 24.50	7,100.00]

Business Operations

12/9/2008 - LLT	Review 9019 settlement motion (.60); Correspondence from C. Gibbs re: Debtor 30 (b)(6) on same (.10)	0.70 325.00/hr	227.50
12/12/2008 - PSB	Review of 9019 pleadings and related issues	1.10 315.00/hr	NO CHARGE
- LLT	Review and revise Committee draft 9019 (objection) (.50); Review various objections filed to 9019 Motion (1.60); Correspondence from B. Matson and J. Austin re: resolution of same (.20)	2.30 325.00/hr	747.50

		<u>Hrs/Rate</u>	<u>Amount</u>
12/17/2008 - LLT	Review MNC Spring Motion to Compel (.40); Review Stone Motion for Expedited Hearing and Motion to Compel (.40)	0.80 325.00/hr	260.00
12/19/2008 - LLT	Review Notice of Hearing on Stone Motion for Expedited Hearing (.10); Telephone call with G. Fathergill re: telephonic appearance at same (.10)	0.20 325.00/hr	65.00
12/29/2008 - LLT	Review Motion of Getty Realty to Authorize Debtor to Incur Debt and correspondence from A. Buffenstein	0.90 325.00/hr	292.50
SUBTOTAL:		[ 6.00	1,592.50]
<u>Case Administration</u>			
12/8/2008 - PSB	Correspondence with co-counsel re: inquiries of exchangers and related issues (1.0); Correspondence with exchangers re: open issues (1.30)	2.30 315.00/hr	724.50
- PSB	Prepare for and participate in Committee call	1.50 315.00/hr	NO CHARGE
- DLL	Prepare Committee Letter	1.50 95.00/hr	NO CHARGE
- LLT	Review bankruptcy case pleadings, prepare and participate in phone interview with Committee	2.20 325.00/hr	NO CHARGE
12/9/2008 - LLT	Meeting with R. Van Arsdale re: case status and committee involvement (.50); Review pleadings in LandAmerica case (1.40); Telephone call with various creditors re: need for separate counsel (.30)	2.20 325.00/hr	715.00
12/10/2008 - PSB	Correspondence with T. Ebel re: exchanger issue and related items (.50); Correspondence with other exchangers re: outstanding issues (.70)	1.20 315.00/hr	378.00
- LLT	Prepare Notice of Appearance (.20); Review proposals re: website management (.20); Telephone call with T. Ebel re: committee positions on existing motions (.30)	0.70 325.00/hr	NO CHARGE



		<u>Hrs/Rate</u>	<u>Amount</u>
12/11/2008 - PSB	Correspondence with creditor re: Committee representation and individual representation and distinctions of same	0.50 315.00/hr	157.50
- LLT	Telephone call with K. Funk re: creditor information request (.10); Telephone call with P. Baxa re: same (.10); Correspondence from T. Savenko re: segregated accounts holder representation (.10); Telephone call and follow-up email from J. Powers re: creditor inquiry (.20); Email S. Schultz re: Committee meeting materials (.10)	0.60 325.00/hr	195.00
12/12/2008 - LLT	Telephone calls with various constituents, including F. Piero (.50); Telephone call with K. Funk re: 9019 Motion (.20); Telephone call with R. Van Arsdale re: committee membership inquiries (.40); Review proposed agenda for 12/16 hearings (.20)	1.30 325.00/hr	422.50
- PSB	Correspondence with UST re: Committee makeup and representation of Committee interests	0.50 315.00/hr	157.50
12/13/2008 - LLT	Correspondence from F. Piero re: segregated accounts and LES blog (.20); Review blog (.50); Correspondence with C. Gibbs re: same (.10); Correspondence with S. Schultz re: logistics for upcoming depositions (.10)	0.90 325.00/hr	292.50
12/15/2008 - LLT	Review and revise and sign stipulation and Protective Order re: confidential info in connection with document production of Debtor (.30); Review Blackline of Proposed 9019 order (.80); Review Debtors Omnibus response to objections to 9019 motion (.30); Prepare for hearing on 9019 Motion and research re: same (4.50)	5.90 325.00/hr	1,917.50
- PSB	Correspondence with H. Williams re: company structure/organization chart and related issues associated with accounting	0.50 315.00/hr	157.50
12/16/2008 - DLL	Trial preparation for Mr. Gibbs and Ms. Schultz	2.50 95.00/hr	237.50
- LLT	Review Amended Hearing Agenda (.20); E-mail to/from R. Jackson re: telephonic hearing issues and results of same (.20)	0.40 325.00/hr	130.00
- PSB	Receipt and review of information and materials and trial preparation for 12/16 hearings	1.90 315.00/hr	598.50

		<u>Hrs/Rate</u>	<u>Amount</u>
12/17/2008 - DLL	Coordination of LES service and related issues	1.50 95.00/hr	142.50
12/18/2008 - SLT	Docket Maintenance and calendaring	2.50 95.00/hr	237.50
12/19/2008 - LLT	Telephone call with J. Maddock re: need for complete list of exchangers	0.20 325.00/hr	65.00
12/22/2008 - LLT	Review Debtors Motions for Protective Orders (.80); Review status of receipt of Debtor information on CUSIP data and follow-up on same (.20); Correspondence with S. Schultz re: 2004 discovery (.10)	1.10 325.00/hr	357.50
12/23/2008 - LLT	Review Amended Case Management Order	0.10 325.00/hr	32.50
12/29/2008 - LLT	Review protocol for committee information sharing and discuss same with S. Schultz	0.50 325.00/hr	162.50
- PSB	Review of protocol issues	1.00 315.00/hr	NO CHARGE
12/30/2008 - LLT	Telephone call with T. Savenko re: status on 9019 issues (.20); Telephone call with K. Funk re: same (.20); Telephone call with S. Noble re: case status (.20)	0.60 325.00/hr	195.00
12/31/2008 - PSB	Correspondence from Court re: hearing and filing issues	0.50 315.00/hr	157.50
SUBTOTAL:		[ 34.60	7,433.50]

Creditors Meeting

12/10/2008 - LLT	Prepare for and attend Creditor Committee Telephonic Meeting	1.70 325.00/hr	552.50
- PSB	Prepare for and participate in Committee call	1.50 315.00/hr	NO CHARGE
12/12/2008 - PSB	Prepare for and participate in Committee call	0.50 315.00/hr	NO CHARGE

		<u>Hrs/Rate</u>	<u>Amount</u>
12/12/2008 - LLT	Prepare for and attend committee call re: case status	0.50 325.00/hr	162.50
12/18/2008 - LLT	Travel to/from Richmond to Dallas (8.20); Prepare for and attend creditors committee meeting (3.0)	11.20 325.00/hr	3,640.00
- PSB	Prepare for and participate in Committee meeting	3.50 315.00/hr	NO CHARGE
SUBTOTAL:		[ 18.90	4,355.00]

Fee/Employment Applications

12/9/2008 - LLT	Review Proposals for Committee communication agent	0.20 325.00/hr	65.00
12/12/2008 - LLT	Review financial analyst marketing pitch materials (.40); Review and revise draft objection to Zolfo Cooper retention (.30)	0.70 325.00/hr	227.50
12/15/2008 - LLT	Conference call with D. Hayes and Zolfo representative re: committee objections to retention application	0.30 325.00/hr	97.50
12/18/2008 - PSB	Review and revise retention letter	1.00 315.00/hr	NO CHARGE
- LLT	Draft and revise retention letter for committee	0.60 325.00/hr	195.00
12/29/2008 - LLT	Correspondence with S. Schultz re: Notice for employment applications (.10); Review and revise Tavenner & Beran Employment Application (1.90); Correspondence with R. Giacomo re: review of same (.10)	2.10 325.00/hr	682.50
- PSB	Review and revise employment pleadings	2.00 315.00/hr	630.00
12/30/2008 - LLT	Address service issues for upcoming employment applications	0.30 325.00/hr	97.50
- PSB	Review and revise Notice	1.00 315.00/hr	315.00
12/31/2008 - LLT	Review LFS Application to Employ Sandler O'Neill and Partners (.20); File Tavenner & Beran Employment Applications (.20); Draft, revise and file Notice of Filing of All	2.20 325.00/hr	715.00

		<u>Hrs/Rate</u>	<u>Amount</u>
	Retention Applications for LES Committee (1.70); Correspondence with A. Beane re: same (.10)		
	SUBTOTAL:	[ 10.40	3,025.00]
	<u>Litigation</u>		
12/8/2008 - LLT	Review Complaint filed by Health Care REIT and address legal issues	1.90 325.00/hr	617.50
12/9/2008 - LLT	Prepare for and attend hearing on Health Care REIT request for Emergency Relief	2.50 325.00/hr	812.50
12/10/2008 - LLT	Correspondence re: discovery on Health Care REIT litigation	0.10 325.00/hr	32.50
12/11/2008 - LLT	Review Deposition Notice re: Health Care REIT (.30); Review and revise Draft Objection to 9019 Motion (.80); Research 4th Circuit Trust Law (.90); Telephone call with S. Schultz re: discovery issues and deposition coordination (.20); Correspondence from C. Wolfe re: expedited rulings (.10)	2.30 325.00/hr	747.50
12/12/2008 - LLT	Review responses to Motions for Preliminary Injunctions in various adversaries	0.90 325.00/hr	292.50
- PSB	Review complaints and related pleadings	2.10 315.00/hr	661.50
12/13/2008 - LLT	Review Deposition Notices from Lubexpress, Millard Refrigerators, Chino and Westminster	0.50 325.00/hr	162.50
12/14/2008 - LLT	Address discovery disputes	0.30 325.00/hr	97.50
- PSB	Receipt and review of deposition notices and issues related to same	0.50 315.00/hr	157.50
12/15/2008 - LLT	Address Deposition status and related correspondence on witness production (.60); Prepare for preliminary injunction hearing (2.80); Review Notice of Supplemental Authority filed re: HCN and supporting declarations (.80); Review debtor opposition to emergency injunctions (.70)	4.90 325.00/hr	1,592.50

		<u>Hrs/Rate</u>	<u>Amount</u>
12/16/2008 - LLT	Prepare for and attend hearing on 9019 Procedures, Motion and Requests for Emergency Injunctive Relief	5.50 325.00/hr	1,787.50
12/22/2008 - LLT	Review and revise proposed adversary proceeding protocol (1.30); Correspondence with C. Gibbs re: March Family Trust Motion and coverage at hearing (.10); Review correspondence to committee re: same (.10)	1.50 325.00/hr	487.50
12/23/2008 - LLT	Prepare for and attend hearing on request for emergency relief on Motion of March Family Trust (3.90); Review HCN Opposition to Motion to Dismiss to Complaint for Failing to Join Indispensable Party (.30); Review recent new adversaries filed by account holders, including Polygon Enterprises, Serena Hospitality Group, Pflumm, Ash and Finklestein (1.20); Correspondence with K. Bernstein re: draft procedures (.10); Review Taylor correspondence re: Embarq (.60)	6.10 325.00/hr	1,982.50
12/24/2008 - LLT	Review demand letter to Debtor re: insurance coverage	0.10 325.00/hr	32.50
12/30/2008 - LLT	Review various recent complaints filed by Cantor Arkema firm	1.20 325.00/hr	390.00
- PSB	Review of recent complaints and related pleadings	1.00 315.00/hr	315.00
12/31/2008 - LLT	Review and revise Draft Protocol Order (.80); Review Finklestein Motion for Securing Judgment (.60)	1.40 325.00/hr	455.00
SUBTOTAL:		[ 32.80	10,624.00]
For professional services rendered		127.20	\$34,130.00

Additional Charges :

		<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>			
12/8/2008 - PSB	Plane Ticket to Texas (very short notice - only available)	1 999.00	999.00

	<u>Qty/Price</u>	<u>Tax#</u>	<u>Amount</u>
12/15/2008 - PSB	1		150.00
Deposition Charges	150.00		
- PSB	125		25.00
Photocopies - Schultz Copies, and Westlaw Copies	0.20		
12/16/2008 - PSB	168		33.60
Photocopies - Court Copier	0.20		
12/17/2008 - PSB	1		506.81
FedEx Charges	506.81		
12/31/2008 - PSB	2		2.00
Fax - Richard F. Giacomo	1.00		
- LLT	1		518.32
Pacer Costs	518.32		
SUBTOTAL:			<u>[ 2,234.73]</u>
Total costs			<u>\$2,234.73</u>
Total amount of this bill			<u>\$36,364.73</u>
Balance due			<u>\$36,364.73</u>

#### Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	84.70	325.00	\$27,527.50
Lynn L. Tavenner	2.90	0.00	\$0.00
Paula S. Beran	19.00	315.00	\$5,985.00
Paula S. Beran	12.60	0.00	\$0.00
David L. Leadbeater	4.00	95.00	\$380.00
David L. Leadbeater	1.50	0.00	\$0.00
Sarah L. Tavenner	2.50	95.00	\$237.50

**FAVORITE & DEAN, P.C.**  
**20 North Eighth Street, Second Floor**  
**Richmond, VA 23219**

**Invoice submitted to:**

LandAmerica 1031 Exchange Services, Inc. Committee

*Invoice Date*

February 26, 2009

*Invoice Number*

10805

*Last Bill Date*

1/20/2009

Professional Services

Asset Analysis and Recovery

	<u>Hrs/Rate</u>	<u>Amount</u>
1/29/2009 - LLT		
Review Protiviti Analysis of assets	0.30 340.00/hr	102.00
SUBTOTAL:	[ 0.30	102.00]

Business Operations

1/6/2009 - LLT		
Review ARS information	0.50 340.00/hr	170.00
1/8/2009 - LLT		
Review Debtor objection to Kendall Turner motion	0.90 340.00/hr	306.00
1/12/2009 - LLT		
Prepare for and attend hearing on Getty Motion	0.30 340.00/hr	102.00
1/13/2009 - LLT		
Review Auction Rate Securities Issues	0.50 340.00/hr	170.00
- PSB		
Review of Auction Rate Securities and related matters	1.00 330.00/hr	NO CHARGE
1/15/2009 - LLT		
Consideration of Stone settlement proposal	0.50 340.00/hr	170.00
1/21/2009 - LLT		
Review proposed modification of cash management order (.20); Correspondence with co-counsel re: auction rate security (.10)	0.30 340.00/hr	102.00

		<u>Hrs/Rate</u>	<u>Amount</u>
1/22/2009 - LLT	Address Smith proposal resolution of exchange property	0.30 340.00/hr	102.00
1/23/2009 - LLT	Review ARS interest rate analysis (.40); Follow-up with UST re: Zelnick interest (.20)	0.60 340.00/hr	204.00
1/26/2009 - LLT	Address Cash Management Issues raised by Smith Barry	0.20 340.00/hr	68.00
1/27/2009 - LLT	Prepare for and attend hearing on Motion to Move Funds from Citibank	0.60 340.00/hr	204.00
1/30/2009 - LLT	Telephone call with co-counsel re: cash management issues raised by LFG committee (.20); Review Motion to Incur Debt and Related pleadings filed by DECEHC (.70)	0.90 340.00/hr	306.00
SUBTOTAL:		[ 6.60	1,904.00]

Case Administration

1/5/2009 - LLT	Address creditor inquiries (.20); Telephone call with P. Zemanian re: confidential access motion (.20)	0.40 340.00/hr	136.00
1/7/2009 - LLT	Review and revise Joint Motion for Protocol (1.20); Correspondence and follow-up with co-counsel re: same (2.0); Correspondence from exchange creditor and follow-up re: same (.20)	3.40 340.00/hr	1,156.00
1/8/2009 - SLT	Update docket	0.50 95.00/hr	47.50
- LLT	Correspondence with co-counsel re: UST feedback on information protocol	0.20 340.00/hr	68.00
1/9/2009 - LLT	Telephone calls with T. Savenco re: ASH expedited relief and review of pleadings re: same (.90); Telephone call with P. Baxa re: Arbor Oaks and follow-up re: underlying issues (.60); Address J. Maloy creditor inquiry (.10); Telephone call S. Schultz re: ASH expedited request (.10); Review objections to protocol motion (1.60); Review Millard Joinder Pleadings (.20); Review protocol order revisions (.70); Review case management order (.20)	4.40 340.00/hr	1,496.00



		<u>Hrs/Rate</u>	<u>Amount</u>
1/12/2009 - SLT	Update docket	0.50 95.00/hr	47.50
- PSB	Telephone calls with parties in interest re: case status	1.10 330.00/hr	363.00
- PSB	Correspondence re: Procedures (.50); Review of issues/pleadings related to same (2.50)	3.00 330.00/hr	990.00
- LLT	Review various objections; Prepare for and attend hearings on Joint Protocol Motion	4.50 340.00/hr	1,530.00
1/13/2009 - LLT	Correspondence with committee professionals re: case update	0.60 340.00/hr	204.00
1/14/2009 - PSB	Prepare for and participate in Committee call	1.00 330.00/hr	NO CHARGE
- LLT	Weeks call with committee professionals re: update and co-ordination of tasks (.80); Telephone call with S. Obrien re: protocol order and follow-up on same (.50); Telephone call with S. Schultz re: follow-up from 1/12 hearings and submission of orders (.20); Correspondence with co-counsel re: Test case and cost issues (.30); Address protocol issues with co-counsel (.40); Correspondence with co-counsel re: communications order (.10); Review Motion for separate Commingled Committee (.70)	3.00 340.00/hr	1,020.00
1/16/2009 - LLT	Telephone calls with F. Piero and Mr. Palin re: case update and status	0.50 340.00/hr	170.00
- LLT	Review request and correspondence related to request for Test Case Plaintiff costs	0.50 340.00/hr	170.00
1/19/2009 - PSB	Review of test case issues and correspondence re: same	0.50 330.00/hr	NO CHARGE
- LLT	Review Motion to Expedite Hearing in second committee (2.0); Review underlying Motion and Authorities cited therein (2.70); Correspondence among professionals re: protective order (.60); Letter from P. Zenanium re: case inquiry (.10); Review correspondence to committee re: LFG committee professional retention (.20); Correspondence from F. Piero re: California lawsuit and address same with co-counsel (.30)	5.90 340.00/hr	2,006.00

		<u>Hrs/Rate</u>	<u>Amount</u>
1/20/2009 - LLT	Correspondence with co-counsel re: second committee request and preparation of opposition (.40); Correspondence with co-counsel re: creditor inquiries (.20); Telephone call with creditor (Ling Office Condo) rep. re: case status (.40); Conference with S. Schultz re: opposition to ad hoc motion (.20); Telephone call with R. Van Arsdale re: case status and inquiries received and follow-up with co-counsel (.50)	1.70 340.00/hr	578.00
1/21/2009 - LLT	Prepare for and attend hearing on appointment of ad hoc committee and request for administrative expenses for Test Case Plaintiff Type A (3.70); Review and revise draft and objection to request for commingled committee (1.30); Review LFG objection to same (.30)	5.30 340.00/hr	1,802.00
1/22/2009 - LLT	Prepare for and attend call with LES committee professionals re: case status preparation for upcoming committee meeting (.60); Prepare for and attend call with LES committee professionals and the committee chair re: case status and preparation for upcoming committee meeting (.70); Telephone call with P. Zemanian re: case status and upcoming creditor meeting (.20)	1.50 340.00/hr	510.00
1/23/2009 - LLT	Review draft Motion with Frontier Pepper re: legal fees (.50); Address creditor inquiry (K. Malik) (.20); Correspondence re: Stone note resolution and Smith proposal (2.0); Correspondence with C. Wolfe re: omni dates and review order re: same (.20); Review Millard request for Admin status (.50)	3.40 340.00/hr	1,156.00
1/25/2009 - PSB	Review of servicing issues	0.50 330.00/hr	165.00
- LLT	Co-ordinate with co-counsel re: omnibus response to request for administrative expenses	0.20 340.00/hr	68.00
1/26/2009 - SLT	Update docket	0.50 95.00/hr	47.50
- LLT	Review Debtors Omnibus Objection to Litigants Request for Admin Expenses	0.50 340.00/hr	170.00
1/27/2009 - LLT	Correspondence with committee re: upcoming meeting and proposed meeting with debtor (.10); Review presentation of debtors to LFG committee (.70); Prepare for and attend hearing on Frontier and Finklestein Application for Admin Expenses (1.50)	2.30 340.00/hr	782.00

		<u>Hrs/Rate</u>	<u>Amount</u>
1/28/2009 - LLT	Review and revise proposed 2004 Motion	0.70 340.00/hr	238.00
1/29/2009 - PSB	Telephone calls with parties in interest re: case status and clerk office statements	0.80 330.00/hr	264.00
- LLT	Telephone call with R. Van Arsdale re: case status and follow-up with co-counsel re: UST concerns (.50); Telephone call with D. Liebernon (Circle K) counsel re: case status (.20); Address issues re: ad hoc draft orders (.50); Review Competing Order on Ad Hoc Committee and correspondence related thereto (.40); Correspondence from S. O'Brien re: protocol (.10); Correspondence with co-counsel re: Glucksten expedited motion and review of same (.60)	2.30 340.00/hr	782.00
1/30/2009 - LLT	Prepare for and attend call with Committee Professionals and R. Van Arsdale re: case status and cash management concerns (.80); Correspondence from S. O'Brien re: protocol for deterring property of estate (.10); Review ad hoc committee proposed order and address same with co-counsel (.50); Review expedited request for additional test case (.80); Review and revise Committee's competing order on ad hoc motion and correspondence with C. Perkins re: same (.30)	2.50 340.00/hr	850.00
SUBTOTAL:		[ 52.20	16,816.50]
<u>Claims Administration</u>			
1/28/2009 - LLT	Review Bar Date Motion	0.30 340.00/hr	102.00
SUBTOTAL:		[ 0.30	102.00]
<u>Creditors Meeting</u>			
1/7/2009 - LLT	Prepare for and attend committee call	1.50 340.00/hr	510.00
1/14/2009 - LLT	Call with chair and professionals re: upcoming committee meeting (.60); Prepare for and attend same (1.40)	2.00 340.00/hr	680.00
1/22/2009 - LLT	Review Agenda and materials for upcoming committee meeting	0.30 340.00/hr	102.00

		<u>Hrs/Rate</u>	<u>Amount</u>
1/23/2009 - LLT	Review schedules and prepare for and attend 341 meeting for LES (2.90); Prepare for and attend telephonic committee meeting (1.20)	4.10 340.00/hr	1,394.00
1/28/2009 - LLT	Prepare for and attend telephonic committee meeting	1.20 340.00/hr	408.00
SUBTOTAL:		[ 9.10	3,094.00]
<u>Fee/Employment Applications</u>			
1/8/2009 - LLT	Review Committee Applications to Employ LeClair Ryan (.20); Application to Employ	0.20 340.00/hr	68.00
1/9/2009 - LLT	Address status of retention applications	0.20 340.00/hr	68.00
1/13/2009 - LLT	Review interim compensation procedures and address same with co-counsel	0.60 340.00/hr	204.00
- PSB	Review and revise T&B order	0.50 330.00/hr	NO CHARGE
1/14/2009 - LLT	Correspondence to/from R. Van Arsdale re: Tavenner & Beran employment orders	0.20 340.00/hr	68.00
1/15/2009 - LLT	Co-ordinate monthly fee statements and filing protocol with co-counsel	0.20 340.00/hr	68.00
1/16/2009 - LLT	Review Retention Orders for Committee professionals	0.10 340.00/hr	34.00
1/21/2009 - LLT	Correspondence with co-counsel re: interim invoices	0.10 340.00/hr	34.00
- PSB	Correspondence with Protiviti re: fee statements and related procedures	1.00 330.00/hr	330.00
1/22/2009 - LLT	Review dfo Supplemental Application (.50); Address Interim Fee Requirements with co-counsel (.30)	0.80 340.00/hr	272.00

		<u>Hrs/Rate</u>	<u>Amount</u>
1/23/2009 - LLT	Review Zolfo Monthly Invoices	0.30 340.00/hr	102.00
1/26/2009 - LLT	Correspondence re: Garden City December Fees	0.20 340.00/hr	68.00
1/27/2009 - LLT	Review Debtor monthly invoice	0.60 340.00/hr	204.00
1/28/2009 - PSB	Draft T & B fee letter	1.00 330.00/hr	330.00
1/29/2009 - LLT	Review LeClair Ryan Fee Request (.30); Review Alvarez December Request (.20)	0.50 340.00/hr	170.00
1/30/2009 - LLT	Review and revise Tavenner & Beran fee letter (.90); Address monthly invoice of Garden City and review employment order on same (.20); Telephone call with R. Smith re: Protiviti monthly invoice (.10); Follow-up with M. Smith re: same (.10); Prepare cover letter and forward December Invoice for Committee Professionals in accordance with Interim Compensation Order (.60)	1.90 340.00/hr	646.00

SUBTOTAL:

[ 8.40 2,666.00]

Litigation

1/2/2009 - LLT	Address Test Case plaintiff selection	0.30 340.00/hr	102.00
1/5/2009 - PSB	Review of protocol procedures	0.50 330.00/hr	NO CHARGE
- LLT	Review and revise Protocol Procedures and address same with co-counsel	1.90 340.00/hr	646.00
1/6/2009 - LLT	Review recent complaints (.50); Review proposed protocol (.50); Review and revise motion approving same (.90)	1.90 340.00/hr	646.00
1/7/2009 - LLT	Review HCN discovery documents	0.30 340.00/hr	102.00
1/9/2009 - LLT	Review Jones complaint	0.20 340.00/hr	68.00
1/12/2009 - LLT	Review proposed revisions to protocol order and correspondence re: same (.60); Review of additional	1.20 340.00/hr	408.00

		<u>Hrs/Rate</u>	<u>Amount</u>
	complaints for Test plaintiff (.60)		
1/13/2009 - LLT	Correspondence for LFG committee re: decision to intervene	0.10 340.00/hr	34.00
1/15/2009 - LLT	Prepare for and attend call with test case attorneys, Debtor and committee professionals re: discovery (1.20); Address with committee request for admin expenses for legal fees (.20); Review and revise protocol order (.70); Consider comments of LFG committee (.20); Review Ranquest complaint (.30)	2.60 340.00/hr	884.00
1/16/2009 - LLT	Review Gluckston complaint (.60); Review LES committee discovery requests to test case plaintiffs and debtor (1.10); Review new complaints filed (.80); Correspondence re: protective order (.20); Review LFG Intervention (.10)	2.80 340.00/hr	952.00
1/19/2009 - LLT	Review Finklestein and Pepper's Ferry Discovery Request (.90); Review HCN second requests (.70); Review Debtor discovery requests (.80); Correspondence from D. Green re: class action (.10); Review complaint and follow-up with co-counsel (.80); Review Millard discovery (.60); Correspondence from E. Post re: Dobson summons (.10)	4.00 340.00/hr	1,360.00
1/20/2009 - LLT	Review Debtor Discovery requests in Test Cases (.60); Review Debtors' Answers to Test Cases	0.80 340.00/hr	272.00
1/21/2009 - LLT	Review LFG committee discovery requests (.70); Review Joint Motion to Bifurcate (.30)	1.00 340.00/hr	340.00
- PSB	Review of discovery and other litigation issues	2.00 330.00/hr	NO CHARGE
1/22/2009 - LLT	Review committee subpoenas (.20); Review Motion to Sever and Motion to Expedite (.60); Follow-up with co-counsel re: debtor document production (.10); Address additional discovery requests in Test Cases (.60)	1.50 340.00/hr	510.00
1/23/2009 - LLT	Correspondence with co-counsel re: Gluckstern complaint (.10); Review LFG committee answers to test cases (.80); Review Motion to Expedite and Motion to Bifurcate (.30)	1.20 340.00/hr	408.00
1/25/2009 - LLT	Review Luxenberg Complaint	1.10 340.00/hr	374.00

	<u>Hrs/Rate</u>	<u>Amount</u>
1/26/2009 - LLT Review Millard Discovery Responses (.80); Address issues re: discovery deadlines and selection of fifth Test Case (.40); Review committee responses to HCN discovery (.80)	2.00 340.00/hr	680.00
- PSB Review of discovery and other litigation issues	1.10 330.00/hr	NO CHARGE
1/27/2009 - LLT Address selection of Luxenburg as Test Plaintiff and issues raised by LFG committee (.60); Prepare for and attend hearing on Motion to Bifurcate Trial (2.10); Correspondence with co-counsel re: results of today's hearing (.20); Address issues re: selection of Luexenburg Test case (.20); Correspondence re: deposition selection (.20)	3.30 340.00/hr	1,122.00
- PSB Review of materials in connection with trial preparation for 1/27 hearing	1.20 330.00/hr	396.00
1/28/2009 - LLT Review Gluckstern Request for Test Case status (.40); Address logistical issues re: upcoming depositions in test cases (.30)	0.70 340.00/hr	238.00
1/29/2009 - LLT Correspondence with co-counsel re: upcoming deposition (.10); Correspondence from Debtor counsel re: status of discovery (.10); Review various deposition notices (.40); Review Debtors Responses to Committee document reports (.20); Review HCN discovery responses (.60); Review Finklestein responses (.50); Review Committee discovery responses to Frontier and Finklestein (.80); Review LFG committee discovery responses (.60); Review rules re: 2004 requirements and address same with co-counsel (.70); Frontier Responses (.40); Address status of 2004 and Debtor request to stand down (.20)	4.60 340.00/hr	1,564.00
1/30/2009 - LLT Address issues re: designation of Fifth Lead Case with co-counsel (.60); Review Luxenburg proposed discovery (.60); Review various subpoenas and discovery responses in Test Cases (1.90); Correspondence from R. Page re: Bifurcation Order and review same (.40); Review Circle K complaint (.40)	3.90 340.00/hr	1,326.00
SUBTOTAL:	[ 40.20	12,432.00]
For professional services rendered	117.10	\$37,116.50

Additional Charges :

	<u>Qty/Price</u>	<u>Tax#</u>	<u>Amount</u>
<u>Case Administration</u>			
1/1/2009 - PSB	1		0.63
Cavalier Charges	0.63		
			<hr/>
SUBTOTAL:			[ 0.63]
			<hr/>
Total costs			\$0.63
			<hr/>
Total amount of this bill			\$37,117.13
			<hr/>
Previous balance			\$36,364.73
			<hr/>
Balance due			\$73,481.86
			<hr/>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	100.40	340.00	\$34,136.00
Paula S. Beran	8.60	330.00	\$2,838.00
Paula S. Beran	6.60	0.00	\$0.00
Sarah L. Tavenner	1.50	95.00	\$142.50



**Tavener & Beran, PLC**  
20 North Eighth Street, Second Floor  
Richmond, VA 23219

**Invoice submitted to:**

LandAmerica 1031 Exchange Services, Inc. Committee

*Invoice Date*

March 20, 2009

*Invoice Number*

10810

*Last Bill Date*

2/26/2009

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
<u>Asset Disposition</u>		
2/13/2009 - LLT	0.50	170.00
Review Debtor LFG motion to sell stock (.50)	340.00/hr	
2/17/2009 - LLT	0.30	102.00
Review motion of LFG to sell shares of Fidelity National Financial Inc. (.30)	340.00/hr	
2/28/2009 - LLT	0.70	238.00
Review motion re: sale of stock in LandAmerica Valuation Corporation (.70)	340.00/hr	
SUBTOTAL:	[ 1.50	510.00]

Business Operations

2/3/2009 - LLT	0.50	170.00
Correspondence from E. Gunn re: motion to incur debt and review of underlying motion re: same (.50)	340.00/hr	
2/5/2009 - LLT	1.10	374.00
Prepare for (.30) and attend hearing on motion by DECEHC III Investments, LLC to incur debt (.80)	340.00/hr	
2/9/2009 - LLT	0.20	68.00
Review issues re: settlement of SCC with Wachovia securities on ARS issues (.20)	340.00/hr	

		<u>Hrs/Rate</u>	<u>Amount</u>
2/10/2009 - LLT	Review motion to modify existing cash management order (.60)	0.60 340.00/hr	204.00
- LLT	Review and revise motion for order modifying bank accounts and correspondence with co-counsel re: same (.90); Conference with co-counsel re: motions to modify cash management (.80)	1.70 340.00/hr	578.00
- PSB	Review of issues related to modification to cash management in relation to representations at first day hearings (2.10)	2.10 330.00/hr	693.00
2/17/2009 - LLT	Review Fifth Third Bank motion to authorize incurrence of debt. (.30)	0.30 340.00/hr	102.00
2/20/2009 - LLT	Review debtors' response to motion for order modifying order authorizing continued use of accounts (.40)	0.40 340.00/hr	136.00
2/25/2009 - LLT	Review closing matters on HCN settlement (.20)	0.20 340.00/hr	68.00
2/28/2009 - LLT	Review motion re: assumption of contract (.50)	0.50 340.00/hr	170.00
SUBTOTAL:		[ 7.60	2,563.00]

Case Administration

2/1/2009 - LLT	Review and revise order granting joint motion to bifurcate (.50)	0.50 340.00/hr	170.00
- LLT	Correspondence to/from Akin Gump team re: case scheduling issues for Court and depositions during next week (.20)	0.20 340.00/hr	68.00
- LLT	Address issues re: need for 2004 examination of debtor (.60)	0.60 340.00/hr	204.00
- PSB	Review of 2004 issues (.70)	0.70 330.00/hr	NO CHARGE
2/2/2009 - LLT	Review supplemental statement under rule 2019 filed by Sands Anderson (.10); Review motion to allow Healthcare REIT admin claim for litigation costs (.80)	0.90 340.00/hr	306.00

		<u>Hrs/Rate</u>	<u>Amount</u>
2/2/2009 - DLL	Prepare for 2/5 hearing (.90)	0.90 95.00/hr	85.50
2/3/2009 - LLT	Arrange call with R. Van Arsdale for status report (.20); Telephone call with creditor's attorney from Colorado (Curtis) re: inquiry and status of case (.20)	0.40 340.00/hr	136.00
2/4/2009 - LLT	Prepare for and attend professional and status call with chairman of committee (.60); Prepare for and attend committee telephonic meeting (1.0)	1.60 340.00/hr	544.00
2/5/2009 - LLT	Telephone call with P. Boward re: litigation update and case status (.40); Correspondence with S. Schultz re: results of expedited hearings (.10)	0.50 340.00/hr	170.00
2/9/2009 - LLT	Correspondence from creditor re: proof of claim (.10)	0.10 340.00/hr	34.00
- SLT	Update LES Docket (.50)	0.50 95.00/hr	47.50
2/10/2009 - LLT	Prepare for and attend call with chairman (.80); participate in Professionals call (.40)	1.20 340.00/hr	408.00
2/11/2009 - LLT	Prepare for (.20) and participate in Committee call (1.1)	1.30 340.00/hr	442.00
2/14/2009 - LLT	Participate in conference call with UST re: case update (.50)	0.50 340.00/hr	170.00
2/16/2009 - LLT	Correspondence to/ from Creditor re: inquiry case status (.20)	0.20 340.00/hr	68.00
2/17/2009 - LLT	Prepare for and attend conference call with R. Smith and R. Van Arsdale re: LES committee updates (.60)	0.60 340.00/hr	204.00
- PSB	Review of Schedules (1.00)	1.00 330.00/hr	NO CHARGE
- PSB	Review matters for 2/23 hearing (2.0)	2.00 300.00/hr	NO CHARGE
- SLT	Update LES Docket and file maintenance (1.50)	1.50 95.00/hr	142.50

		<u>Hrs/Rate</u>	<u>Amount</u>
2/17/2009	- LLT	3.00 340.00/hr	1,020.00
	Review LFG Schedules (1.80); review LFG statement of affairs (1.2)		
	- LLT	0.30 340.00/hr	102.00
	Review debtor's motion to extend removal period. (.30)		
2/19/2009	- LLT	0.20 340.00/hr	68.00
	Correspondence to/from C. Ketter re: HCN stipulation and motion (.20)		
	- LLT	0.40 340.00/hr	136.00
	Review proposed agenda for 2/23 hearing (.20); TC S. Schultz and UST re: motion to modify cash management (.20)		
2/20/2009	- DLL	3.00 95.00/hr	285.00
	Prepare LES Hearing Binder and Court preparation (2.5) Update LES Docket (.5)		
	- LLT	0.50 340.00/hr	170.00
	Call with Robert Van Arsdale and LES Committee Professionals re: case update (.50)		
2/22/2009	- LLT	2.80 340.00/hr	952.00
	Review amended agenda for 2/23 hearings (.20); Prepare for 2/23 hearings (2.60)		
	- PSB	1.50 330.00/hr	NO CHARGE
	Review of issues related to 2/23 hearings (1.50)		
2/23/2009	- LLT	9.40 340.00/hr	3,196.00
	Attend omnibus hearings, including hearing on request for test case plaintiff's administrative expense status for counsel and motion for modification of case management order (6.0); Preparation for same, including review of all motions and objections (3.4)		
2/25/2009	- LLT	0.10 340.00/hr	34.00
	Correspondence re: weekly committee meeting (.10)		
2/27/2009	- LLT	0.20 340.00/hr	68.00
	Review LFS committee order re: protocol (.20)		
	- PSB	0.30 330.00/hr	99.00
	Correspondence with R. Van Arsdale re: case status (.30)		
	- LLT	0.80 340.00/hr	272.00
	Review committee requests for additional information from the Debtor (.20); Telephone call with R. Van Arsdale re: committee update (.50); Follow-up with C. Gibbs re: Van Arsdale conversation (.10)		

		<u>Hrs/Rate</u>	<u>Amount</u>
2/27/2009 - LLT	Telephone call with C. Gibbs, R. Smith and S. Schultz re: informational update for office of the U.S. Trustee (.50)	0.50 340.00/hr	170.00
SUBTOTAL:		[ 38.20	9,771.50]
<u>Fee/Employment Applications</u>			
2/2/2009 - LLT	Correspondence with J. Turner re: monthly fee statement (.20)	0.20 340.00/hr	68.00
2/3/2009 - PSB	Review issues related to Professionals employment (1.10)	1.10 330.00/hr	NO CHARGE
- LLT	Correspondence from S. Wahl re: December invoice (.10)	0.10 340.00/hr	34.00
- LLT	Review application to employ Alvarez and Marsal as financial advisors to the LFG committee (.60); Review application to employ D. Lingerfelt as Debtor's consultant (.50)	1.10 340.00/hr	374.00
2/4/2009 - PSB	Correspondence with J. Turner re: excel backup and related items (.50)	0.50 330.00/hr	165.00
2/9/2009 - LLT	Review application to employ attorneys for type A test case exchange plaintiff filed by Luxenberg (.80)	0.80 340.00/hr	272.00
- PSB	Receipt and Review Luxenberg application (.60)	0.60 330.00/hr	NO CHARGE
2/10/2009 - LLT	Correspondence to/from M. Smith re: Protiviti January invoice (.20)	0.20 340.00/hr	68.00
2/11/2009 - LLT	Correspondence from M. Hulley re: LES fee apps (.10)	0.10 340.00/hr	34.00
- LLT	Correspondence to/from co-counsel re: local rules on overhead issues (.20)	0.20 340.00/hr	68.00
2/16/2009 - LLT	Review Objection to Healthcare Request administrative expense status for legal fees (.60)	0.60 340.00/hr	204.00

		<u>Hrs/Rate</u>	<u>Amount</u>
2/17/2009 - PSB	Review objections to applications for 503(s) status of Type A attorneys (.80)	0.80 330.00/hr	NO CHARGE
- SLT	Draft LES Fee Letter (1.0)	1.00 95.00/hr	95.00
2/18/2009 - LLT	Review Objections to request for authority to employ attorneys for Type A plaintiff (.90)	0.90 340.00/hr	306.00
2/19/2009 - LLT	Review correspondence from S. Schultz re: joinder to debtors objection to application to employ test Type A attorneys counsel as administrative expense claimants (.20)	0.20 340.00/hr	68.00
- PSB	Draft January Fee Statement and backup (1.50)	1.50 330.00/hr	495.00
- LLT	Correspondence from S. Wahl re: Garden City invoice (.10)	0.10 340.00/hr	34.00
2/22/2009 - LLT	Review LFG Committee Objection to retention of Lingerfelt (.30)and Zolfo Cooper (.30)	0.60 340.00/hr	204.00
2/25/2009 - LLT	Review LeClair Ryan January statement (.70)	0.70 340.00/hr	238.00
2/27/2009 - LLT	Review McGuire Woods January fee statement (.40)	0.40 340.00/hr	136.00
- LLT	Revise Tavenner & Beran January invoice and fee statement (.80); Prepare cover letter for all committee professionals for January fees in accordance with interim compensation order (.30); Follow-up correspondence to/from J. Ketten re: same (.20)	1.30 340.00/hr	442.00
SUBTOTAL:		[ 13.00	3,305.00]

Litigation

2/1/2009 - LLT	Review and revise joint stipulation re: designation of Luxenberg as test case (.60)	0.60 340.00/hr	204.00
2/2/2009 - LLT	Correspondence from A. Burgess re: Luxenberg test case (.10); Review Frontier Pepper's Ferry discovery responses (1.40); Correspondence from Debtor's counsel re: proposed	1.80 340.00/hr	612.00

		<u>Hrs/Rate</u>	<u>Amount</u>
	deposition schedule (.10); Review revised order granting joint motion to bifurcate (.20)		
2/2/2009 - LLT	Review correspondence from debtor counsel re: interrogatory responses (.10); Conference with co-counsel re: objection to Gluckstern Protocol Motion (.5)	0.60 340.00/hr	204.00
2/3/2009 - LLT	Review Luxenberg discovery (.80); Review LFG committee answer to Luxenberg complaint (.20)	0.10 340.00/hr	34.00
2/4/2009 - LLT	Review LFG committee objection to Gluckstern motion to alter protocol (.30); Review LFG objection to Gluckstern motion (.30)	0.60 340.00/hr	204.00
- LLT	Review Debtor's motion for preliminary injunction Stay in the prosecution of non-bankruptcy proceedings (.60); Review joinder to LES committee objection to Gluckstern motion (.40)	1.00 340.00/hr	340.00
- LLT	Telephone call with K. Burnstein re: upcoming hearings on motions to alter/amend the test case protocol (.30); Correspondence from R. Page re: revised order on motion to bifurcate (.10)	0.40 340.00/hr	136.00
2/5/2009 - LLT	Review Luxenberg discovery request (.40); Prepare for and attend court hearings re: Gluckstern motion to intervene (1.50)	1.90 340.00/hr	646.00
2/6/2009 - LLT	Review Millard deposition notices (.10)	0.10 340.00/hr	34.00
2/9/2009 - LLT	Correspondence to/from K. Burnstein re: SunTrust matters (.20); Review recent complaints (1.50)	1.70 340.00/hr	578.00
2/10/2009 - LLT	Review discovery and conference C. Gibbs re: same (1.4)	1.40 340.00/hr	476.00
2/11/2009 - LLT	Review SunTrust response to subpoenas (.20)	0.20 340.00/hr	68.00
2/12/2009 - PSB	Review of discovery issues (1.10)	1.10 330.00/hr	NO CHARGE
- LLT	Review Finkelstein's amended responses to interrogatories (.50)	0.50 340.00/hr	170.00

		<u>Hrs/Rate</u>	<u>Amount</u>
2/13/2009	- LLT	0.40	136.00
		340.00/hr	
	- LLT	0.20	68.00
		340.00/hr	
2/16/2009	- LLT	0.30	102.00
		340.00/hr	
	- LLT	0.80	272.00
		340.00/hr	
	- LLT	0.50	170.00
		340.00/hr	
2/17/2009	- LLT	0.20	68.00
		340.00/hr	
	- LLT	0.70	238.00
		340.00/hr	
2/18/2009	- PSB	0.50	NO CHARGE
		330.00/hr	
	- LLT	0.80	272.00
		340.00/hr	
2/19/2009	- LLT	0.40	136.00
		340.00/hr	
	- LLT	0.50	170.00
		340.00/hr	
2/20/2009	- LLT	0.70	238.00
		340.00/hr	
	- LLT	0.50	170.00
		340.00/hr	
	- LLT	0.60	204.00
		340.00/hr	



		<u>Hrs/Rate</u>	<u>Amount</u>
2/22/2009 - LLT	Review status of Healthcare REIT settlement order (.30)	0.30 340.00/hr	102.00
2/23/2009 - LLT	Review Luxenberg expert report and disclosures (.60); Review Healthcare REIT settlement status (.20)	0.80 340.00/hr	272.00
- PSB	Review of discovery repsonses (1.50)	1.50 330.00/hr	NO CHARGE
2/25/2009 - LLT	Review issues re: expert disclosures (.10)	0.10 340.00/hr	34.00
2/27/2009 - PSB	Review and revise SJ brief (1.00)	1.00 330.00/hr	NO CHARGE
- LLT	Review and revise Millard draft summary judgment brief (1.10)	1.10 340.00/hr	374.00
SUBTOTAL:		[ 23.90	6,732.00]
For professional services rendered		84.20	\$22,881.50

Additional Charges :

		<u>Qty/Price</u>	<u>Tax#</u>
2/28/2009 - LLT	LandAm - Pacer - 1,112.08	1 1,112.08	1,112.08
- LLT	Lexis - 229.40	1 229.40	229.40
Total costs			\$1,341.48
Total amount of this bill			\$24,222.98
Previous balance			\$73,481.86
3/13/2009	Payment - thank you		(\$31,245.23)
Total payments and adjustments			(\$31,245.23)
Balance due			\$66,459.61

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	61.10	340.00	\$20,774.00
Paula S. Beran	4.40	330.00	\$1,452.00
Paula S. Beran	11.80	0.00	\$0.00
David L. Leadbeater	3.90	95.00	\$370.50
Sarah L. Tavenner	3.00	95.00	\$285.00

**EXHIBIT B**

United States Bankruptcy Court  
Eastern District of Virginia  
Richmond Division  
In re: LandAmerica Financial Group, Inc, et al., Case No. 08-35994-KRH  
**Fee Application Summary**  
Applicant: Tavenner & Beran, PLC,  
Local Counsel for The Official Committee of Unsecured Creditors

Interim Period  
December 8, 2008 through February 28, 2009

<u>Categories</u>	<u>Hours</u>	<u>Amount</u>
Asset Analysis and Recovery	1.80	\$612.00
Asset Disposition	24.50	\$7,100.00
Business Operations	20.20	\$6,059.50
Case Administration	125.00	\$34,021.50
Claims Administration	0.30	\$102.00
Creditors Meeting	28.00	\$7,449.00
Fee/Employment Applications and Objections	31.80	\$8,996.00
Litigation	96.90	\$29,788.00
TOTAL HOURS	328.50	
TOTAL FEES		\$94,128.00

Month	Fees	Fees Paid	Expenses	Expenses Paid	Total Outstanding
December	\$34,130.00	\$29,010.50	\$2,234.73	\$2,234.73	\$5,119.50
January	\$37,116.50	\$31,549.03	\$0.63	\$0.63	\$5,567.47
February	\$22,881.50	\$00.00	\$1,341.48	\$00.00	\$24,222.98
Total	\$94,128.00	\$60,559.53	\$3,576.84	\$2,235.36	\$34,909.95

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
LANDAMERICA FINANCIAL GROUP, INC., <u>et</u>	:	Case No. 08-35994-KRH
<u>al.</u> ,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	

**ORDER ALLOWING INTERIM  
COMPENSATION AND EXPENSE REIMBURSEMENT  
(Tavenner & Beran, PLC)**

This matter came before the Court upon the First Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavenner & Beran, PLC (“Tavenner & Beran”); and it appearing to the Court that (i) Tavenner & Beran provided proper notice of the Application to all necessary parties; (ii) no objections to the Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$94,128.00 and reimbursement of expenses in the amount of \$3,576.84 by Tavenner & Beran be and hereby are allowed; and,
3. The Debtors are authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.

4. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

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UNITED STATES BANKRUPTCY JUDGE

We ask for this:

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Lynn L. Tavenner, Esquire (Va. Bar No. 30083)  
Paula S. Beran, Esquire (Va. Bar No. 34679)  
Tavenner & Beran, PLC  
20 North Eighth Street, Second Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Facsimile: (804) 783-0178

Co-Counsel for the Official  
Committee of Unsecured Creditors

Seen and No Objection:

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Robert B. Van Arsdale  
Office of the United States Trustee  
701 East Broad Street, Suite 4304  
Richmond, Virginia 23219

Assistant United States Trustee

**LOCAL RULE 9022-1 CERTIFICATION**

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

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Co-Counsel